

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

AVENTIS PHARMACEUTICALS INC. and)	
SANOFI-AVENTIS US LLC)	
)	
)	
Plaintiffs,)	C.A. No. 06-286 (GMS)
)	
v.)	
)	
BARR LABORATORIES, INC.)	
)	
Defendants.)	

**STIPULATED ORDER INCORPORATING
CERTAIN TERMS OF AUGUST 22, 2006 PROTECTIVE ORDER**

WHEREAS Aventis Pharmaceuticals Inc., Sanofi-Aventis US LLC, and Barr Laboratories, Inc. ("Barr") are the parties to Civil Action No. 06-286 (GMS) (the "action" or "litigation"),

WHEREAS Barr has requested that GlaxoSmithKline ("GSK") produce for inspection and copying GSK confidential information which must be protected in order to preserve GSK's legitimate business interests,

WHEREAS GSK seeks certain protections to prevent unnecessary dissemination or disclosure of GSK's confidential information, and

WHEREAS the parties have agreed, subject to the approval and order of the Court, to entry of this Stipulated Order;

IT IS HEREBY ORDERED that:

GSK's production of documents and things will be subject to the terms of the Stipulated Protective Order entered by the Court on August 22, 2006 except that access to "Highly

Confidential” Information and “Confidential” Information shall be limited to those persons identified in Paragraphs 6(a)(i), (iii), (vi), (vii), (viii), (ix), (x), (xi), (xii), and (xiii). These limits on the accessibility of GSK’s information will be preserved throughout any court proceedings. Accordingly, the parties will provide GSK with reasonable notice, and an opportunity to object, if any of GSK’s “Highly Confidential” Information or “Confidential” Information is to be used in open proceedings.

ASHBY & GEDDES

/s/ Steven J. Balick

Steven J. Balick (I.D. #2114)
John G. Day (I.D. #2403)
Tiffany Geyer Lydon (I.D. #3950)
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, DE 19899
302-654-1888
sbalick@ashby-geddes.com
jday@ashby-geddes.com
tlydon@ashby-geddes.com

*Attorneys for Plaintiffs Aventis
Pharmaceuticals, Inc. and Sanofi-Aventis US LLC*

YOUNG CONAWAY STARGATT
& TAYLOR, LLP



Josy W. Ingersoll (#1088)
Karen L. Pascale (#2903)
Karen E. Keller (#4489)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899
(302) 571-6600
jingersoll@ycst.com
kpascale@ycst.com
kkeller@ycst.com

*Attorneys for Defendant Barr
Laboratories, Inc.*

SO ORDERED this _____ day of _____, 2006.

United States District Judge